

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X	
<i>In re</i>	: Chapter 11
	: :
ADVANTA CORP., <i>et al.</i> ,	: Case No. 09-13931 (KJC)
	: :
Debtors. ¹	: (Jointly Administered)
	: :
-----X	Re: Docket Nos. 343 & 373

**CERTIFICATION OF COUNSEL REGARDING MOTION FOR AN
ORDER MODIFYING AUTOMATIC STAY TO ALLOW ADVANCEMENT
UNDER INSURANCE POLICIES**

The undersigned certifies as follows:

1. On March 19, 2010, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed the **Motion for an Order Modifying Automatic Stay to Allow Advancement Under Insurance Policies** [Docket No. 343] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).
2. Pursuant to the Notice of Motion and Hearing, responses to the Motion were to be filed and served no later than 4:00 p.m. (Eastern Daylight Time) on March 31, 2010.
3. On March 31, 2010, the Western Pennsylvania Electrical Employees Pension Fund (the “WPEEPF”) filed the **Limited Objection of Western Pennsylvania Electrical**

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

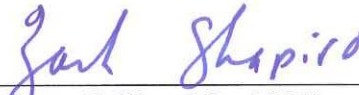
Employees Pension Fund to Debtors' Motion for Order Modifying Automatic Stay to Allow Advancement Under Insurance Policies (the "Limited Objection") [Docket No. 373]. The Debtors and WPEEPF were able to resolve the Limited Objection by modifying the proposed order attached to the Motion (the "Originally Proposed Order"). Attached hereto as Exhibit A is a revised form of order resolving the Limited Objection (the "Revised Order").

4. Other than the Limited Objection, the undersigned certifies that he has reviewed the Court's docket in the above-captioned chapter 11 cases and no answer, objection or other responsive pleading to the Motion appears thereon. The undersigned further certifies that neither he nor the Debtors have received further comments, objections or informal responses to the Motion.

5. The Revised Order has been circulated to and is acceptable to WPEEPF. For the convenience of the Court and all parties-in-interest, a blackline of the Revised Order against the Originally Proposed Order is attached hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that the Revised Order, substantially in the form attached hereto as Exhibit A, be entered at the earliest convenience of the Court.

Dated: April 5, 2010
Wilmington, Delaware



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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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: *In re* : Chapter 11
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: : ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
: : :
: : Debtors.¹ : (Jointly Administered)
: : :
: : **Re: Docket Nos. 343 & 373**
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**ORDER PURSUANT TO SECTION 362 OF THE
BANKRUPTCY CODE, MODIFYING AUTOMATIC STAY TO
ALLOW AXIS TO MAKE ADVANCEMENT UNDER INSURANCE POLICIES**

Upon the motion, dated March 19, 2010 (the “*Motion*”), of Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to section 362(d) of title 11 to the United States Code (the “*Bankruptcy Code*”) and Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), for an order modifying the automatic stay, to the extent applicable, to allow the Debtors’ third party insurance provider, Axis Insurance Company (“*Axis*”), to pay and/ or advance pursuant to the Axis Policies² covered defense costs

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5, Las Vegas, Nevada 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

incurred by the Covered Individuals as defendants in the Class Actions, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and the relief requested in the Motion being in the best interests of the Debtors, their creditors and their estates; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and upon the record of the hearing on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that pursuant to sections 105(a) and 362(d) of the Bankruptcy Code, the automatic stay is hereby modified, without further order of this Court, to allow payment by Axis to or for the benefit of the Covered Individuals under the Axis Policies of covered defense costs and/or advancement of covered defense costs incurred in the Class Actions; and it is further

ORDERED that the Debtors are authorized to execute all the documentation necessary to allow Axis to pay covered defense costs, and/or advance covered defense costs, or both incurred by the Individual Defendants in the Class Actions; and it is further

ORDERED that nothing in this Order shall modify or alter the rights and obligations of any parties provided for under the terms and conditions of the Axis Policies; and it is further

ORDERED that nothing in this Order shall constitute a determination that the proceeds of the Axis Policies are property of the Debtors' estates; and it is further

ORDERED that all parties to the Axis Policies reserve all rights and defenses that they would otherwise have; and it is further

ORDERED that the fourteen day stay provided by Bankruptcy Rule 4001(a)(3) is waived; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: April ____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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Debtors.¹ : (Jointly Administered)
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² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

incurred by the Covered Individuals as defendants in the Class Actions, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and the relief requested in the Motion being in the best interests of the Debtors, their creditors and their estates; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and upon the record of the hearing on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that pursuant to sections 105(a) and 362(d) of the Bankruptcy Code, the automatic stay is hereby modified, without further order of this Court, to allow payment by Axis to or for the benefit of the Covered Individuals under the Axis Policies of covered defense costs and/or advancement of covered defense costs incurred in the Class Actions; and it is further

ORDERED that the Debtors are authorized to execute all the documentation necessary to allow Axis to pay covered defense costs, and/or advance covered defense costs, or both incurred by the Individual Defendants in the Class Actions; and it is further

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ORDERED that all parties to the Axis Policies reserve all rights and defenses that they would otherwise have; and it is further

ORDERED that the fourteen day stay provided by Bankruptcy Rule 4001(a)(3) is waived; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: April ____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE